UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division

BRAINWARE, INC. Plaintiff, —against— SCAN-OPTICS, LTD. and SCAN-OPTICS, LLC, Defendants.	Civil Action No. 3:11cv755-REP

DECLARATION OF ROBERT SWEENY

ROBERT SWEENY hereby declares the following under penalties of perjury:

1. I am an attorney licensed to practice law in New York and am a Senior Director in the Legal Department at Patriarch Partners, LLC ("Patriarch").

2. Two "portfolio companies" owned by the Patriarch-managed investment funds are Scan-Optics LLC ("Scan-Optics USA") and its wholly-owned subsidiary Scan-Optics Ltd. ("Scan-Optics UK"). I was asked to provide, and did provide, legal advice to Scan-Optics USA and Scan-Optics UK in connection with the dispute giving rise to this lawsuit.

3. I have reviewed the documents withheld as privileged on the privilege logs of Scan-Optics USA in which I participated (USA Doc. Nos. 54, 55, 57, 59-63, 66-72). In each instance, I intended the communications to be confidential and understood them to be either conveying legal advice, or conveying information intended to facilitate my providing legal advice, to Scan-Optics USA or Scan-Optics UK.

4. I have also reviewed certain documents withheld as privileged on the privilege log of Scan-Optics USA in which I did not participate (USA Doc. Nos. 53, 58, 64, 65, 73, 74). In

instance, the document withheld conveyed legal advice I had previously provided, or conveyed or sought information I had requested to facilitate the provision of legal advice.

5. Furthermore, all of the documents I reviewed (USA Doc. Nos. 53-55, 57-65, 66-74), were created in anticipation of litigation with Brainware and at my direction.

Dated: June 5, 2012
New York, New York

Robert Sweeny